

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:

**FRANK'S NURSERY & CRAFTS, INC., et
al.,**

Debtors.

Case Nos. 01-5-2415 and 01-5-2416
(Chapter 11)
(Jointly Administered)
(under Case No. 01-5-2415)

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**RESPONSE OF OUTLET WORLD, L.L.C TO
DEBTORS' MOTION FOR ORDER: (a) AUTHORIZING
DEBTORS TO CONDUCT CERTAIN STORE CLOSING
SALES PURSUANT TO SECTIONS 105 AND 363 OF
THE BANKRUPTCY CODE AND GRANTING
ANCILLARY RELIEF RELATED THERETO; (b)
AUTHORIZING AND APPROVING RETENTION
INCENTIVE PROGRAM FOR AFFECTED
EMPLOYEES; AND (c) GRANTING RELATED RELIEF**

Outlet World, L.L.C. ("Outlet World") a creditor in the above-captioned cases, by its undersigned counsel, files this response to Debtors' motion for an order: (a) authorizing the Debtors to conduct certain store closing sales pursuant to sections 105(a) and 363(b) of the Bankruptcy Code; (b) authorizing and approving a retention incentive program for affected employees; and (c) granting related relief (the "Motion").

1. Outlet World is the Landlord of Store No. 144 located at 7702 Richmond Highway Alexandria, VA 22306 as identified in Exhibit A to Debtor Motion ("Premises").

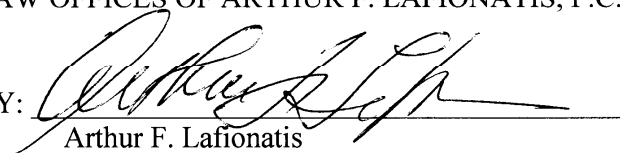
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2. Debtor is in default with respect to certain pre-petition rents at the Premises and other defaults may exist and be outstanding.
3. Outlet World does not object to the specific relief sought in the pending Motion. However, since such Motion does not address the disposition of the Lease for the Premises, Outlet World reserves any and all rights available to it with regard to the disposition of such Lease or any other matters related to the Lease and the Premises.

WHEREFORE, Outlet World respectfully requests that the entry of any Order granting the relief sought by Debtors in this Motion be granted subject to the reservation of the rights of Outlet World in future proceedings and that the Court grant such other relief as may be just and proper.

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BY:



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CERTIFICATE OF SERVICE

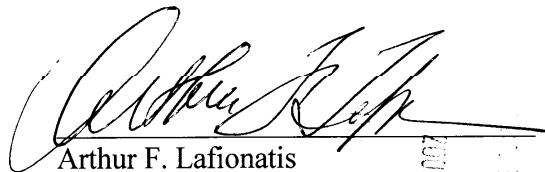
I certify that on this 23rd day of March, 2001, a copy of the foregoing pleadings was sent via facsimile to the parties listed below in accordance with the Notice of Hearing in the matter.

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